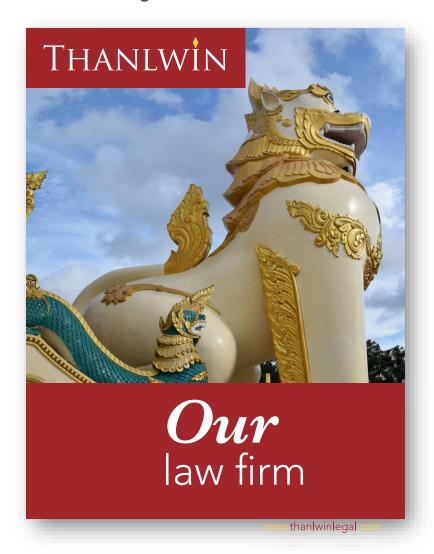


THANLWIN LEGAL

Guarding your interests in a developing Myanmar.



THANLWIN LEGAL a Myanmar law firm



- Robust team of local Myanmar lawyers
- Leadership of foreign lawyers from multiple jurisdictions
- We do everything in this presentation and more!











BACKGROUND

- Founded in Myanmar with affiliated firms across the Region
- Deep understanding of Myanmar laws and international acumen
- We move Myanmar forward through the success of our clients
- We believe in Myanmar



THANLWIN LEGAL a Myanmar law firm

Our lawyers & staff

Our network: Asia







Our Services



Legal Consultations

Contracts & Transactions

Corporate,
Compliance &
Secretarial

Government
Affairs & Permits

Business Consultations

Tax,
Bookkeeping &
Auditing*

^{*}Auditing services provided through a third-party servicer



COMMUNITY



Team members are encouraged to engage in civic duty, volunteerism and pro bono work



Supports the efforts of non-profit organizations and low-income entrepreneurs



Myanmar Investment: New MIL Legal Framework

Aung Nyein (Leo)

Senior Associate

Thanlwin Legal - Yangon



Contents

- Thanlwin Legal Frim Profile
- Why should invest in Myanmar?
- New MIL Legal Framework
- Entry and Exit Procedures of Investment





Why should invest in Myanmar?









BCIM Corridor & Kunming Initiative 孟中印緬經濟走廊



CLMV





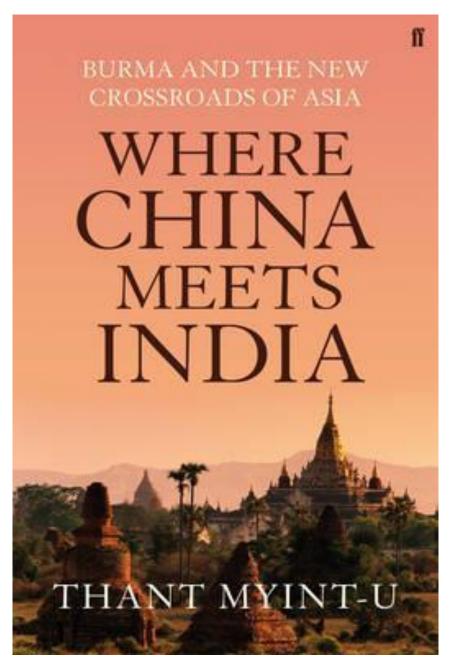
GROWING IN A GROWING ECONOMY



Main reasons for investment in Myanmar

- 1.Stragtegic location
- 2. Economy growth & reform
- 3. New company law to facilitate investment
- 4. Many foreign companies are investing in Myanmar successfully
- 5. Society and culture









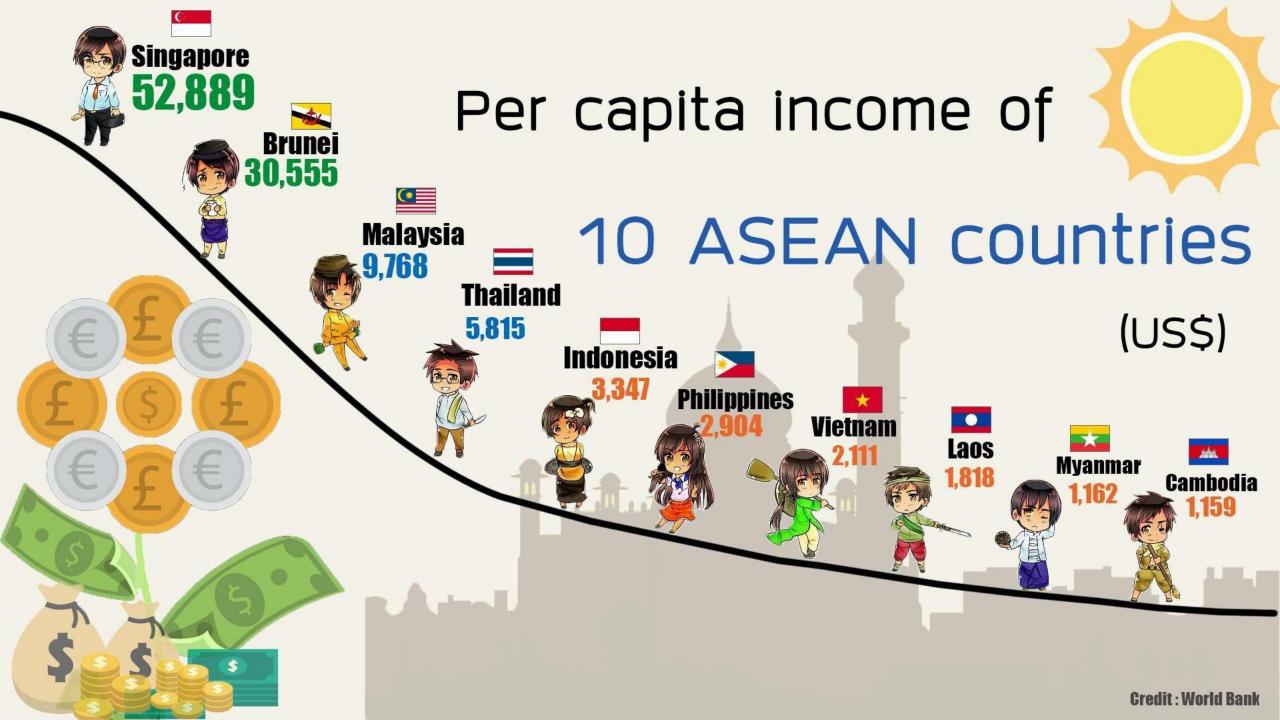






























Table of Contents of Invest in Myanmar

Before entry

Trading
Manufacturing
Services
Real estate development

How to enter

- MIC Permit / Endorsement
- Land Use Right
- Tax Incentives

While operating

- Lease
- Labour
- Tax

Exit strategy

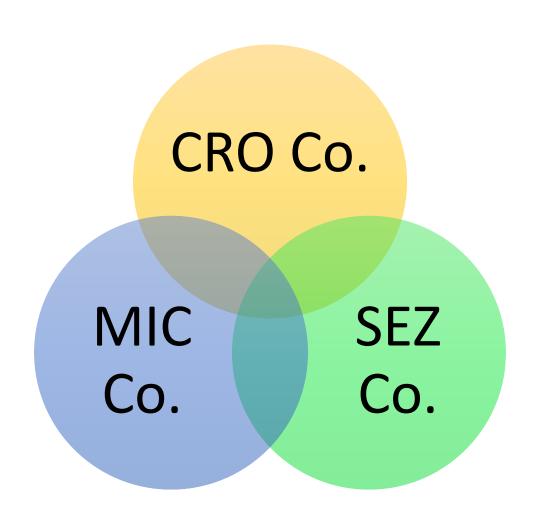
- Wind-up / close
- Share transfer / buy-back
- IPO



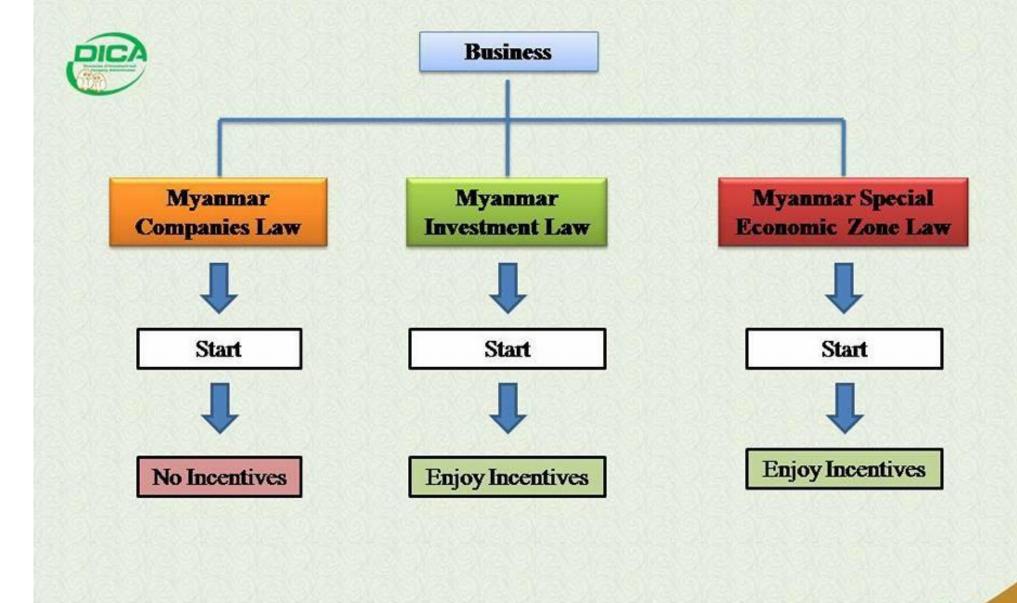
Before Entry



Vehicles Available for Market Entry









How to invest in Myanmar?

Special Economic Zones (SEZ)

(set up by Myanmar government in 2010)



Kyouk Phyu

Dawei

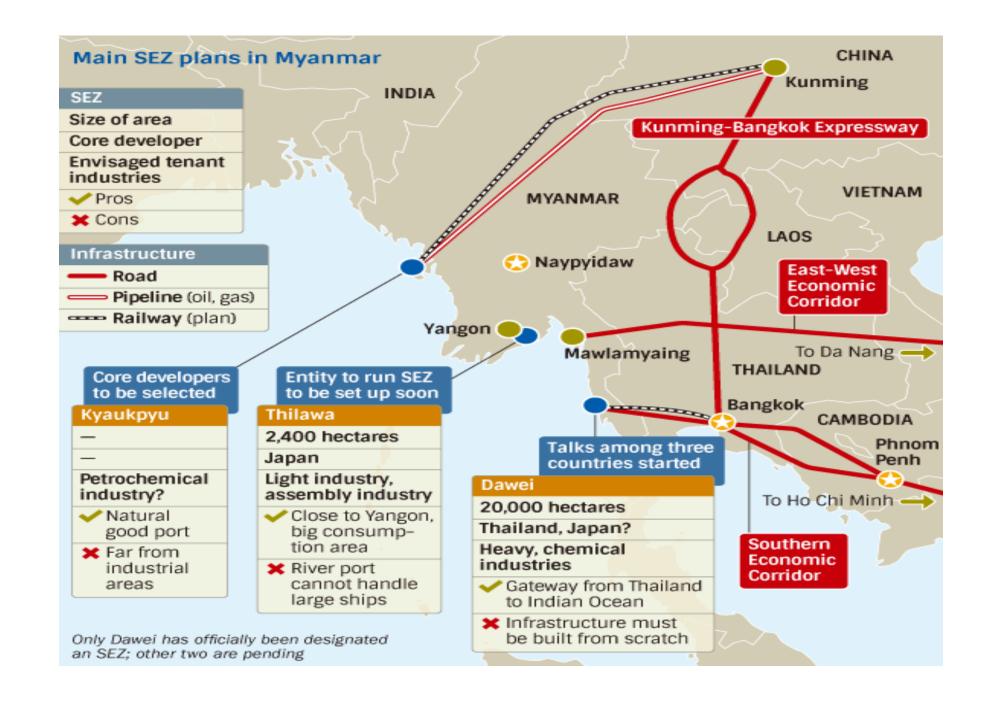
Myanmar Investment Commission (MIC)

MIC permit and endorsement (have to pay tax)











Restriction 1 – No Land ownership

• No foreigner or foreign owned company shall acquire immovable property by way of purchase, gift, pawn, exchange or transfer.

 No foreigner or foreigner owned company shall receive a lease of immovable property, for a term exceeding one year.

Restriction 2- No Trading

Unless indicated otherwise, as a general policy



Restriction on land

MIL

SEZ

Condo Law 2016 (6 floor above, collectively owned land, registration, no more than 40%)

Restriction on trading

MIL

SEZ

MOC Notifications

25/2018:

Allowed on

conditions: Positive

List, capital requirement



List of Restricted Investment Activities - Notification No.15/2017 – Only Local

- Fresh water fisheries and relevant services
- Manufacturing of forest products
- Prospecting, surveying, performing feasibility study and developing mineral for small and medium scale
- Prospecting, exploration and production of jade/gem stones
- Tour-guide service
- Mini-market, convenience store







MPT forms global partnership with KDDI and Sumitomo

러 03 Sep 2014

MPT has successfully concluded a global partnership with two leading Japanese companies, KDDI and Sumitomo, to bring better communications and more advanced technologies to the people of Myanmar.



METRO GROUP and Yoma Strategic Holdings sign joint venture agreement for wholesale distribution in Myanmar

24 February 2017



METRO GROUP Wholesale & Food Specialist Company announces its joint venture partnership with the Singapore-listed Myanmar-focused Yoma Strategic Holdings Ltd. to develop a one stop food distribution platform in Myanmar. According to the agreement, METRO will take an 85% stake in the newly established joint venture called METRO Wholesale Myanmar Ltd., with the remaining 15% shares owned by Yoma Strategic Holdings.



List of Restricted Investment Activities - Notification No.15/2017 – JV

- Cultivation / distribution of crops
- Manufacturing and domestic distribution of plastic products
- Value added manufacturing and domestic distribution of cereal products / confectionery / food / alcohol / beverages / drinking water / cosmetic products
- Development, sales and lease of residential apartments and condominiums
- Local tour service
- Transportation Agency for patients to overseas hospitals
- Forwarding?



List of Restricted Investment Activities - Notification No.15/2017 – No Restrictions

- Most activities
- Commercial building
- Hotel
- Trading?



MoC Notification 25/2018

	100% Foreign	JV – MM less than 20%	JV – MM over 20%	100% MM
Wholesale	5M, exclusive of rent		2M, exclusive of rent	N/A
Retail	3M, exclusive of rent		0.7M, exclusive of rent	N/A





Oil and Gas 31.85%



Electric Power 29.27%



Telecommunication 11.61%



Manufacturing 11.03%



Real Estate 5.33%

Cited from U Aung Naing Oo, DICA, Presentation



How to enter









HOME REGISTER A COMPANY COMPANY SEARCH HELP+ LOGOUT WELCOME, BOB TSENG

Account Home

From this account homepage, you may go to any of the pages listed below. When you complete a transaction, you will return to this homepage to choose your next action.

NEW FILINGS AND SEARCHES

COMPANY SEARCH

Search for a company that has been registered in MyCO.

REGISTER A NEW COMPANY / ENTITY

Start by registering your new company / entity using our online portal

RE-REGISTER AN EXISTING COMPANY / ENTITY

ACCOUNT ACTIVITIES

FUND ACCOUNT

Fund client account payment

UPDATE OR VIEW CLIENT ACCOUNT INFORMATION

MANAGE MY WORK

COMPANIES I MANAGE

View details on all companies you manage.

ACTIVE FILINGS

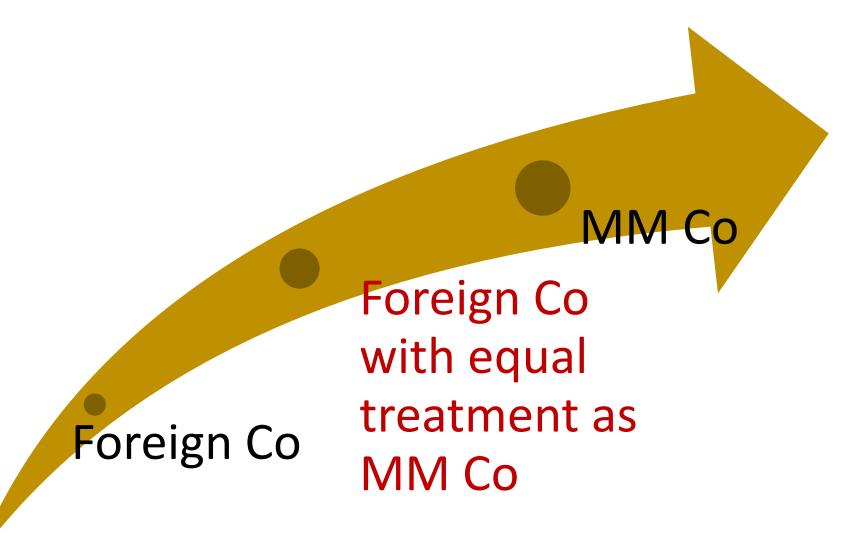
View all active filings related to companies you manage. Use this list to find the current status of any filings that are open.

MY INCOMPLETE TASKS

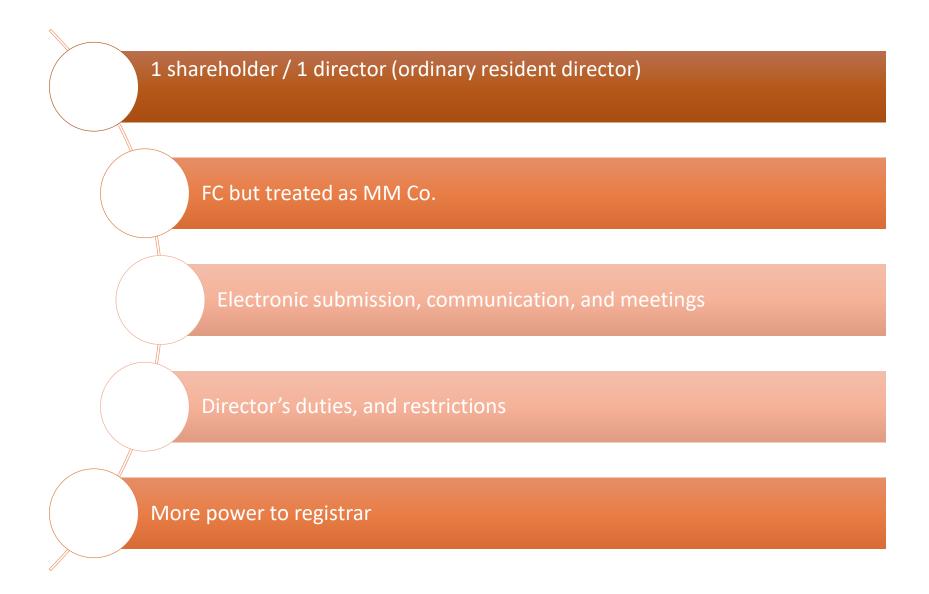




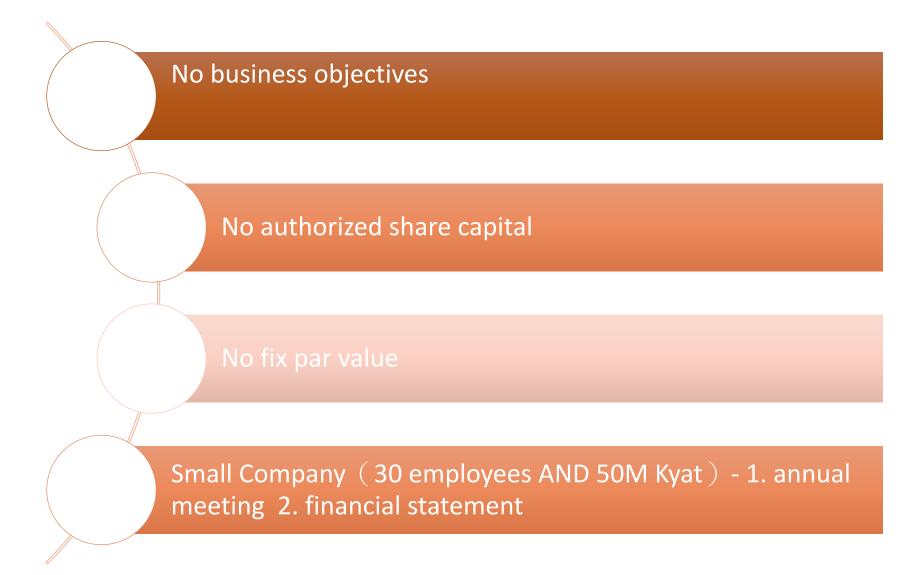














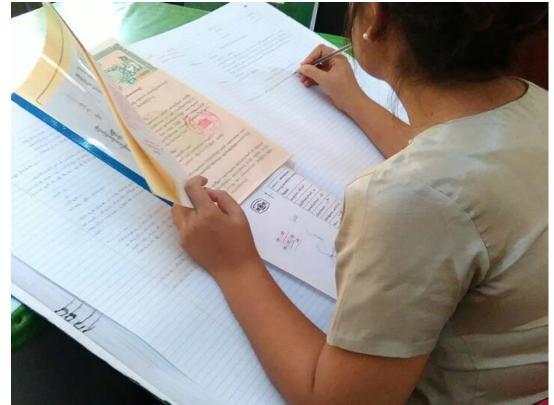
Current Trademark Registration Procedure







Office of the registration of deeds Yangon





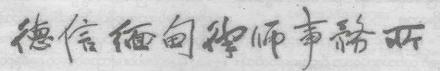
TRADEMARK CAUTIONARY NOTICE

THANLWIN LEGAL COMPANY LIMITED, a company incorporated under the law of Republic of the Union of Myanmar, which is located at Unit 7, Level 21, Myanmar Centre Office Tower 1, No.192, Kabar Aye Pagoda Road, Bahan Township, Yangon, Myanmar is the sole owner of the following Trademarks/Service marks:

Guarding your interests in a developing Myanmar



Registration No. 4/6035/2017



Registration No. 4/6036/2017



Registration No. 4/6037/2017

That the said Trademarks are used/intended to be used in respect of the following goods, namely: in WIPO NICE classification Class 9, 16, 41, and 45.

Thanlwin Legal Company Limited, claims the trademark right and other relevant intellectual property rights and other relevant intellectual property rights for the mark as mentioned above. Thanlwin Legal Company Limited, reserves the rights to take legal measures against any infringer who violates its intellectual property or other legal rights shall be dealt with according to law of the Republic of the Union of Myanmar.

U Uk Ling, LLB, LLM, MRes(Law), PhD Candidate (Law)
Higher Grade Pleader (43423)
For Thanlwin Legal Company Limited



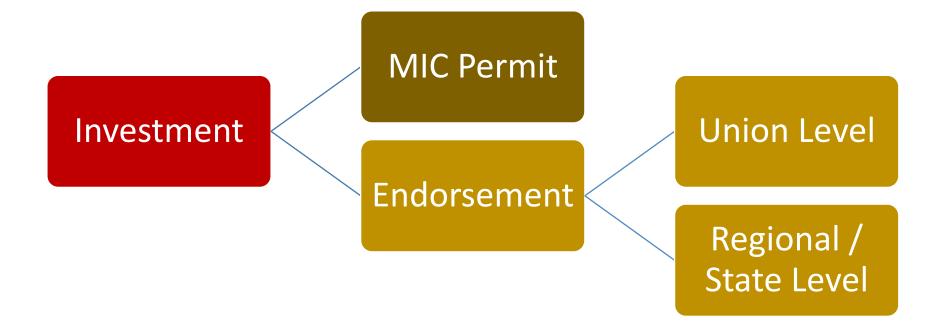
တန်အမတ်တံဆိပ် သတိပေးကြေညာခြင် ကျွန်ုပ်တို့၏ အမှုသည်ဖြစ်သူ မန္တလေးမြို့၊ ချမ်းအေးသာစံမြို့နယ်၊ ၃၅ လမ်း၊ ၇၃×၇၄ လမ်းကြားနေ န်းထွန်းအောင်တော့ဂ် (ဘ) ဦးလော်ဆိုတ် [၁၃/လရန (နိုင်) ၁၂၆၆၈၅] ကိုင်ဆောင်သွင်း လွှဲအစ်ချက်အရ အများသီစေရန် မှတ်ပုံတင်စာရျှစ်အမှတ်- ၃၀၄၅ / ၂၀၁၅ အထတ်ဖော်ဖြစ် "ASTAR BUCKS သုံ" COFFEE အမည်ရှိ "တော်စီအမျိုးမျိုး နှင့် စားသောက်တုန် အမြီးမြီး" ကုန်အတေ်တံဆိပ်ကို နွေလေးမြို့ စာချပ်စာတမ်း မှတ်ပုံတင်ဌာနမှူးနဲ့တွင် မှတ်ပုံ<mark>တင်စာချ</mark>ပ်အမှတ်-၃၀၄၅/၂၀၁၅ အရ တစ်ဦးတည်းမူပိုင်အဖြစ် တျွန်ုပ်တို့၏ အမှုသည်က မှတ်ပုံတင်သွင်းခဲ့ပြီးဖြစ်ပါသည်။ အထက်ပါ ကုန်အမှတ်တဲဆိပ်အမှတ်သားဖြင့် "တော်စီအမျိုးမျိုး နှင့် စားသောက်ကုန်အမျိုးမျိုး" တို့ကို ထုတ်လုပ်လျက် ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံ တစ်ဝန်းလုံးတွင် ဖြန့်ချိရောင်းချလျက် ရှိပါသည်။ သို့ဖြစ်ပါ၍ ပူးတွဲဖော်ပြပါ တျွန်ုပ်တို့၏ အမှုသည်တစ်ဦးတည်း မူပိုင်ဖြစ်သော "ထူSTAR BUCKS သုံ" COFFEE အသေ်ရှိ "ကော်ဖီအမျိုးမျိုး နှင့် စားသောက်ထုန်အမျိုးမျိုး" ကုန်အခုတ်တံဆိပ်ကို တစ်ခုလုံးကိုဖြစ်စေ။ တစ်စိတ်တစ်ဒေသတို့ဖြစ်စေ တိုက်ရိုက်သော်လည်းတောင်း၊ သွယ်ဝိုက်ရှိသော် လည်းကောင်း၊ ပုံသဏ္ဌာန်တူအောင် တုပခြင်းမြေထုပ်ရန် သတိပေးကြေသာလိုက်ပါသည်။ အကယ်၍ ဆင်တူထိုးမှား တုပသုံးစွဲပါတ ပြည်ထောင်စုသမ္မတ မြန်မာနိုင်ငံတော်၏ တည်ဆွဲဥပဒေများနှင့်အညီတရားစွဲဆို အရေးယူဆောင်ရွက်သွားမည်ဖြစ်ကြောင်း အများသီစေရန် သတိပေးကြေညာ လိုက်ပါသည်။

(စဉ်-၃)ရှ၂) နီးဥာဏ်ဝင်းအောင် (LL.B, D.I.R, D.P.S) (စဉ်-၃)ရှ၂၂) (စဉ်-၄၄၄,ရ) အာ ထက် တန်း ရေ့ နေ များ

(ož-135ed) cajjingoci (LT'B)

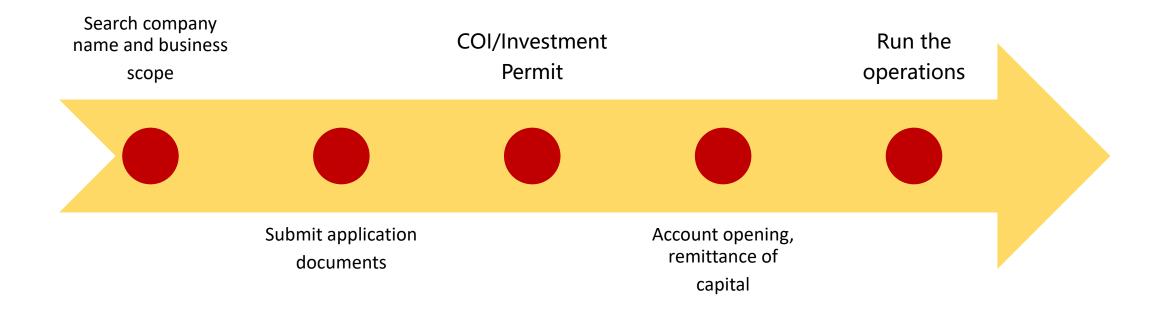
्र वह-देव चिवरदेश । वह-चिह्न विविद्ध । वह-देवववर्ष हेव प्रकृष रेवररी प्रवृत्त । वहार अव्याधिक । वहार विविद्ध





Incorporation: COI – Capital Injection







Restriction List – Prohibited? JV? Recommendation? Other conditions?

Promotion List – Corporate Income Tax

Development Zone – Zone 1 – 7 years / Zone 3 – 3 years



MIC Permit Investment license (positive list)

- Land use rights
- Tax incentives

Endorsement Investment recognition (open)

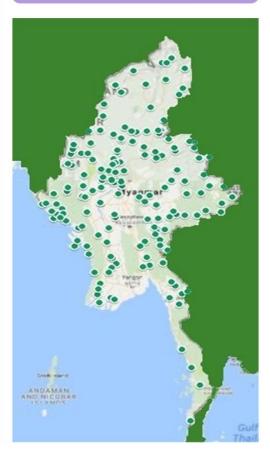
- Land use rights
- Tax incentives
- •USD5M/K6B Below, the Regional and State Government

- Business registration
- Importer / exporter Registration
- Factory Certificate
- UMFCCI Membership Certificate



TAX LAW MIC Tax Exemptions

Zone 1: Least developed region



7 years tax exemption

Zone 2: Moderately developed region



5 years tax exemption

Zone 3: Developed region



3 years tax exemption

*Subject to MIC
Permit and
business being in
the "Promoted
Sectors" of
Notification

Examples (some types of):

-Agriculture

13/2017

- -Manufacturing
- -Education
- -Power
- -Infrastructure



While operating



Lease

- Within one year
- Land use right authorization



Lease tax

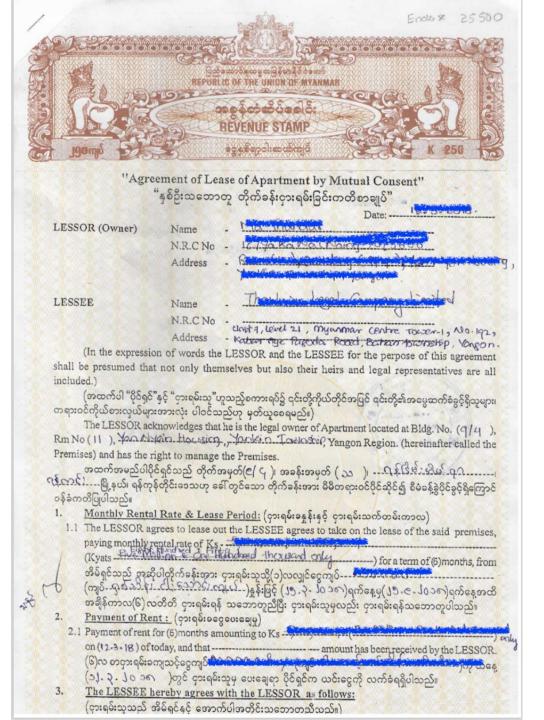
About signing procedures:

- To apply for a MIC-related lease, you should obtain (1) MIC permission and (2) stamp duty before signing; MIC check is required after signing.
- In addition, in accordance with the Myanmar Investment Law 2016, Article 50, investors should register the lease agreement with the Office of Registry of Deeds in accordance with the Registration Act.

About tax arrangements:

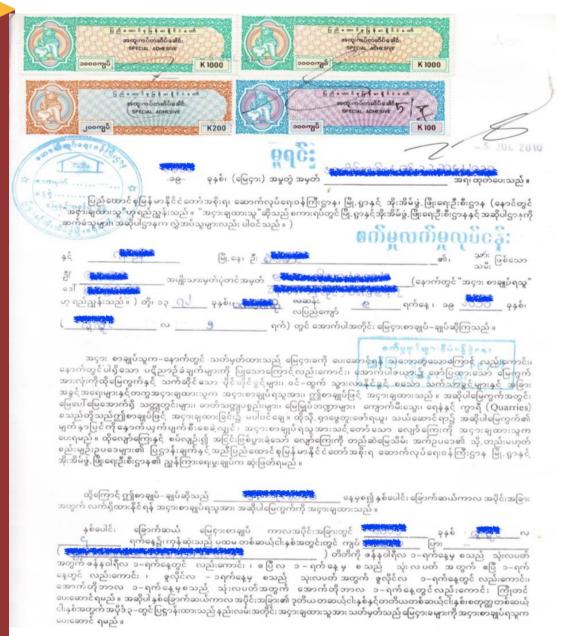
- The following taxes are covered by the lease for your reference. Please note that the specific tax rate tax, individual government officials may have different determinations.
- Stamp duty, rent for about three years is about 2%;
- Commercial Tax, 5%;
- The lessor is subject to a 10% income tax due to the lease income, and the lessee is obligated to withhold 2% of the tax, unless the lessor has obtained an exemption letter from the tax authorities and handed it over to the lessee;

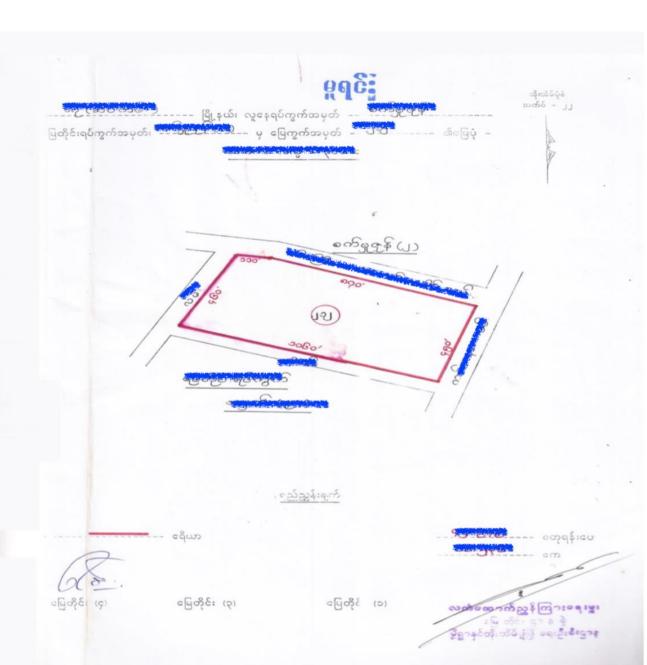






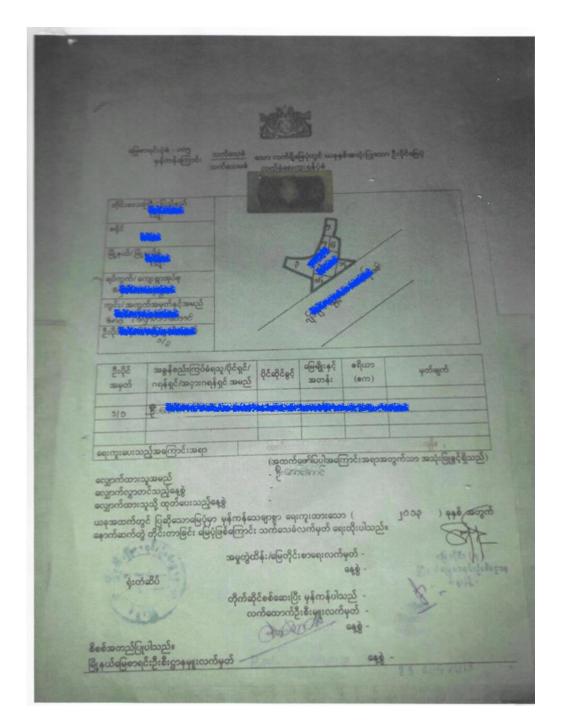
Land Grant





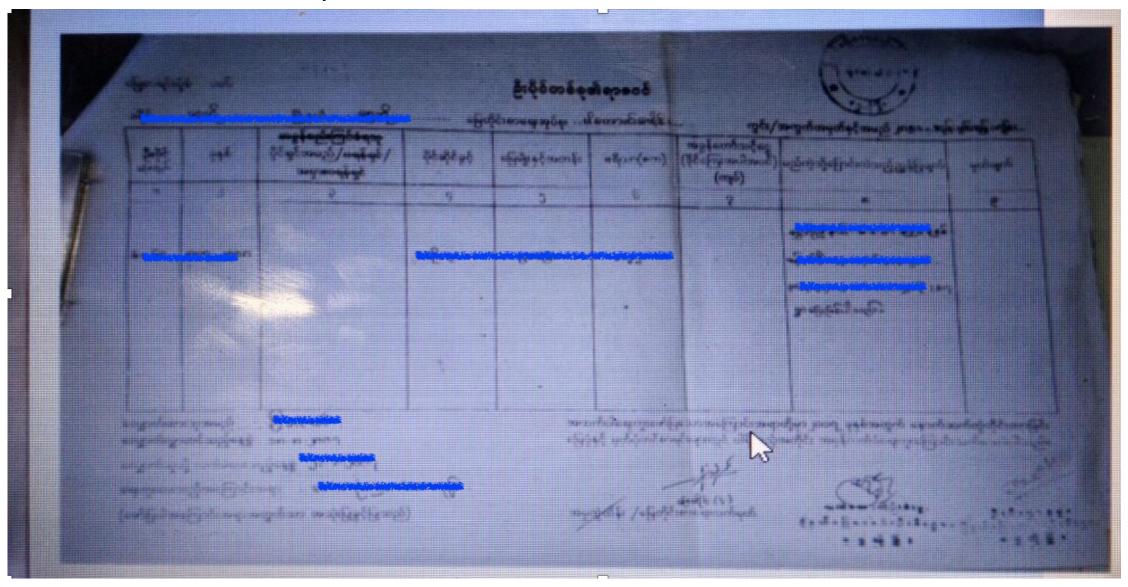


From 105 – Land Map



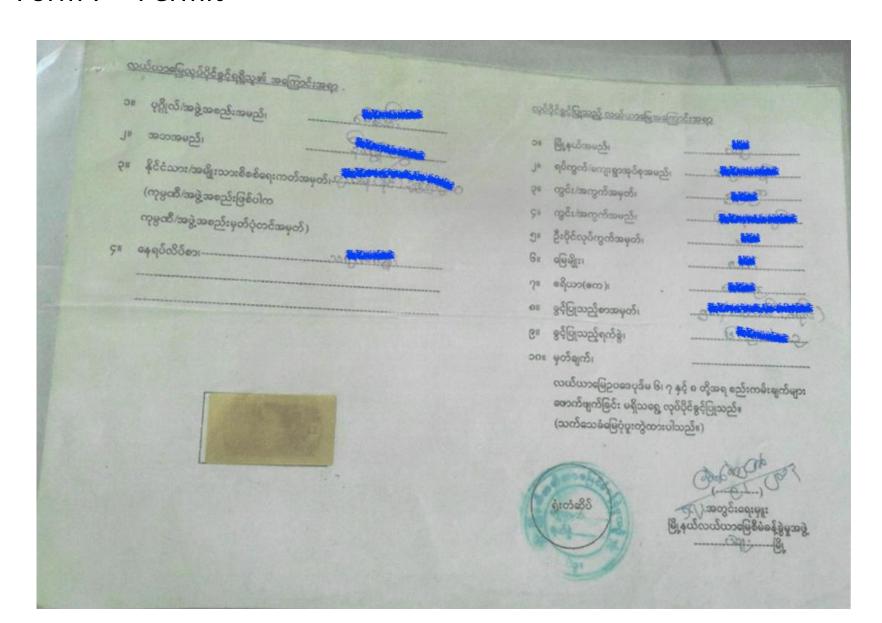


Form 106 – Land History





Form 7 – Permit









Tax

- Union tax law
- Corporate income tax
- Personal Income Tax
 - Withholding tax
 - Capital gain
- Commercial Tax
- Others



Corporate tax (income tax)

The income tax rate for companies established in Myanmar under the Companies Act of Myanmar and the Special Companies Act of 1950, as well as companies approved by the Myanmar Investment Commission, is 25%. In addition to the wages of employees living in foreign countries, the total net income tax rate is 25%.



Commercial tax

Commercial taxes shall be payable on goods imported or produced in Myanmar as well as trade sales and services. The commercial tax rate on electricity exports is 8% and the crude oil tax rate is 5%.
 Commercial taxes do not apply to the rest of the sales of exported products.



Special commodity tax

	Commodity	tax rate(%)
1	natural gas	8
2	Hardwood and sawn timber	10
3	Raw jade	15
4	Raw rubies, sapphires and gems	10
5	Finished jade, ruby, sapphire and other gemstones Jewelry made of finished products such as jade, ruby, sapphire or rare stones	5



Foreigner's personal income tax

- The non-resident tax rate is determined by the grading from 0% and rises to 25% of the total annual income before the deduction is reduced.
- Residents and residents are subject to income tax, and the tax rate starts from 1% and rises to 20% in increments.
- The following deductions have been implemented:

Basic deduction (20% of total salary), but no more than 10,000 coins

Parent deduction (Kyat 1,000,000)

Spouse deduction (Kyle 1,000,000)

Child deduction (500,000 kyat per child)



Double taxation agreement

Myanmar has signed double taxation agreements with the United Kingdom, Malaysia, Singapore, India, South Korea, Thailand, Vietnam and Laos.



Dispute resolution



DISPUTE RESOLUTION court litigation & arbitration

Myanmar courts

- Not great, but not bad
- Respect contractual clauses usually
- Slow pace

Arbitration Law (2016) = Great!

- New York Convention Signatory
- But needs to be used more
- Disputes drain to Singapore and SIAC

Enforcement

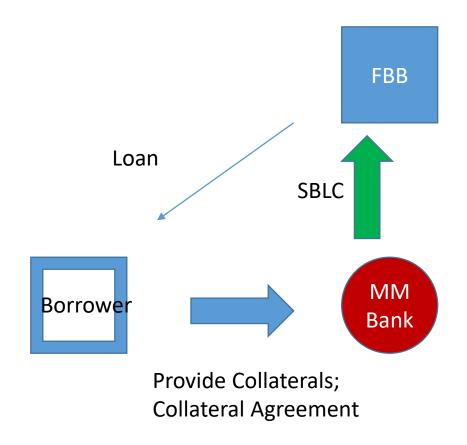
- Straightforward in theory
- May prove difficult in practice, not enough cases to establish predictability



Financing

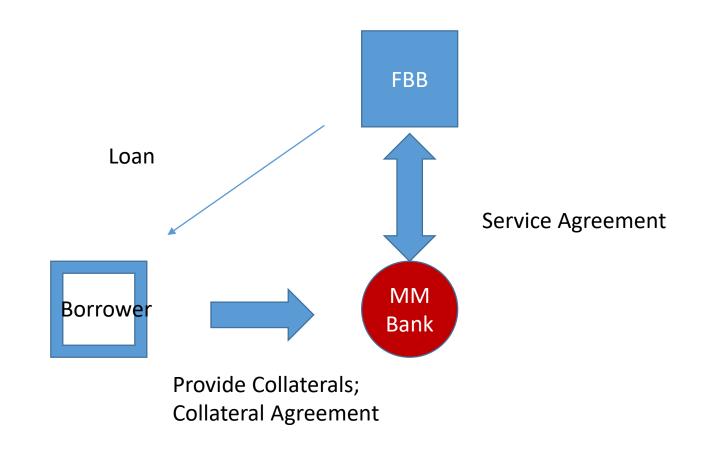


Structure 1 - SBLC





Structure 2 – Security Agent





Off Shore Loan

- Capital Brought-in amount of US Dollar <u>500,000</u>;
- regular foreign income;
- Even if the entity does not have regular foreign income, whether it has the ability to repay the loan from the **local income**; and whether it has plans to protect against the effect of exchange rate fluctuation;
- Whether the entity has brought <u>at least 80%</u> of the equity amount, which is mentioned in the Permit issued by Myanmar Investment Commission;
- Whether the Debt to Equity Ratio is within the stipulated range of 3:1 and 4:1 maximum;
- Whether the loan related Terms and Conditions contained in the loan agreement and documents concerning the company are sufficient and valid;
- Whether the repayment tenure contained in the loan agreement is medium-term or long-term; and whether the repayment schedule is appropriate to the loan agreement.



Thank you

Thanlwin Legal has obtained permits for countless businesses in Myanmar

 Our lawyers have written the official government translations of key Myanmar laws, including the MIL

With partners in major jurisdictions